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T.R.A. DOCKET ROOM
November 9, 2004

Joelle J. Phillips
Attorney

615 214 6311
Fax 615 214 7406

VIA HAND DELIVERY

Hon. Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Petition for Exemption of Certain Services*
Docket No. 03-00391

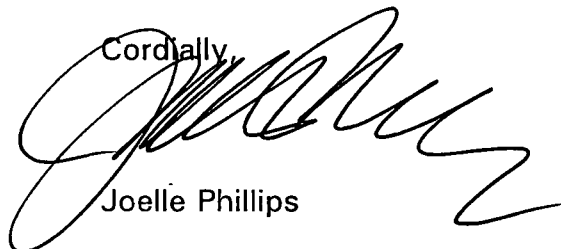
Dear Chairman Miller:

Pursuant to the Hearing Officer's November 4, 2004 *Order Granting Joint Agreed Motion of the Parties to Waive Live Hearing and Establish the Evidentiary Record by Motion in Lieu of Live Hearing*, enclosed are the non-proprietary portions of the following documents:

BellSouth's First Set of Discovery to AT&T (08/02/04)
BellSouth's First Set of Discovery to the Consumer Advocate (08/02/04)
BellSouth's First Set of Discovery to Time Warner (08/02/04)
BellSouth's Second Set of Interrogatories and Requests for Production to the Consumer Advocate (08/30/04)

BellSouth's responses to AT&T's first set of discovery and the Advocate's second set of discovery contain proprietary information and are being submitted under separate cover. A copy of this letter is being provided to counsel of record.

Cordially,



Joelle Phillips

JJP:ch

CERTIFICATE OF SERVICE

I hereby certify that on November 9, 2004, a copy of the foregoing document was served on the parties of record, via the method indicated:

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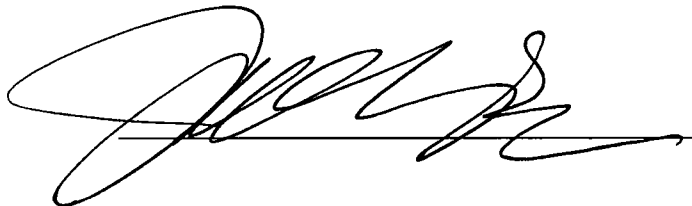
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September 14, 2004

Henry Walker, Esquire
Boult, Cummings, et al.
414 Union Street, #1600
Nashville, TN 37219-8062

Re: *Petition for Exemption of Certain Services*
Docket No. 03-00391

Dear Henry:

Enclosed are BellSouth's non-proprietary responses to AT&T's discovery in the referenced matter.

Cordially,

A handwritten signature in black ink, appearing to read "Joelle Phillips", written over the typed name.

Joelle Phillips

JJP:ch

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition for Exemption of Certain Services*

Docket No. 03-00391

**BELLSOUTH TELECOMMUNICATIONS, INC.'S RESPONSE
TO THE FIRST SET OF DISCOVERY REQUESTS FROM
AT&T COMMUNICATION OF THE SOUTH CENTRAL STATES, LLC'S**

BellSouth Telecommunications, Inc. ("BellSouth") hereby files the following
*Response to the First Set of Discovery from AT&T Communication of the South
Central States, LLC'S ("AT&T")* dated August 30, 2004.

GENERAL OBJECTIONS

1. BellSouth objects to the interrogatories and requests for production to the extent they seek to impose an obligation on BellSouth to respond on behalf of subsidiaries, affiliates, or other persons that are not parties to this case on the grounds that such interrogatories and requests for production are overly broad, unduly burdensome, oppressive, and not permitted by applicable discovery rules.

2. BellSouth objects to the interrogatories and requests for production to the extent they are intended to apply to matters other than those subject to the jurisdiction of the Authority. BellSouth objects to such interrogatories and requests for production as being irrelevant, overly broad, unduly burdensome, and oppressive.

3. BellSouth objects to each and every interrogatory and request for production and instruction to the extent that such request or instruction calls for information that is exempt from discovery by virtue of the attorney-client privilege, work product privilege, or other applicable privilege.

4. BellSouth objects to each and every interrogatory and request for production insofar as the interrogatories and requests are vague, ambiguous, overly broad, imprecise, or utilizes terms that are subject to multiple interpretations but are not properly defined or explained for purposes of these interrogatories and requests for production. Any answers provided by BellSouth in response to the interrogatories and requests for production will be provided subject to, and without waiver of, the foregoing objection.

5. BellSouth objects to each and every interrogatory and request for production insofar as it is not reasonably calculated to lead to the discovery of admissible evidence and is not relevant to the subject matter of this action. BellSouth will attempt to note in its responses each instance where this objection applies.

6. BellSouth objects to providing information to the extent that such information is already in the public record before the Authority.

7. BellSouth objects to AT&T's discovery requests, instructions and definitions, insofar as they seek to impose obligations on BellSouth that exceed the requirements of the Tennessee Rules of Civil Procedure or Tennessee law.

8. BellSouth objects to each and every interrogatory and request for production, insofar as any of them are unduly burdensome, expensive, oppressive, or excessively time consuming as written.

9. BellSouth is a large corporation with employees located in many different locations. In the course of its business, BellSouth creates countless documents that are not subject to Authority or FCC retention of records requirements. These documents are kept in numerous locations that are frequently moved from site to site as employees change jobs or as the business is reorganized. Therefore, it is possible that not every document has been identified in response to these requests. BellSouth will conduct a search of those files that are reasonably expected to contain the requested information. To the extent that the requests purport to require more, BellSouth objects on the grounds that compliance would impose an undue burden or expense.

10. BellSouth objects to each and every interrogatory and request for production to the extent that the information requested constitutes "trade secrets." To the extent that AT&T requests proprietary confidential business information, BellSouth will make such information available in accordance with the Protective Order to be entered in this proceeding, subject to any other general or specific objections contained herein.

11. To the extent that such requests are overly broad and unduly burdensome, BellSouth objects to any discovery request that seeks to obtain "all" of particular documents, items, or information. Any answers provided by BellSouth

in response to this discovery will be provided subject to, and without waiver of, the foregoing objection.

RESPONSES

Request: For both BellSouth's intrastate and interstate High Capacity (a.k.a. BellSouth SPA High Capacity) service at a DS1 level (1.544 Mbps) please provide the tariffed prices for these services as of the following dates:

- a) January 1, 1999;
- b) June 30, 1999;
- c) January 1, 2000;
- d) June 30, 2000;
- e) January 1, 2001;
- f) June 30, 2001;
- g) January 1, 2002;
- h) June 30, 2002;
- i) January 1, 2003;
- j) June 30, 2003;
- k) January 1, 2004, and
- l) June 30, 2004;

Response: Rates are shown on the following pages:

Tariff Sec E7.5.8, Tenth Revised Page 48; The rates on this page have been in effect from March 26, 1997 to the present.

Tariff Sec E7.5.8, Fourth Revised Page 48.1; The rates on this page have been in effect from March 26, 1997 to the present.

Tariff Sec E7.5.8, Fourth Revised Page 51.0.1; The rates on this page have been in effect from March 26, 1997 to the present. A change in text only was effective on August 8, 2003.

Tariff Sec E7.5.8, Ninth Revised Page 51.1; Most of the rates on this page have been in effect since November 17, 1994. A new feature described in Sec E7.5.8.C.5 was introduced effective August 8, 1999.

Request: Does BellSouth take the position that High Capacity DS1 service is a direct and equal substitute for Primary Rate Interface ISDN service? If other than an unqualified no, describe with specificity how PRI ISDN features and functionalities can be provided via a standard High Capacity DS1 channel.

Response: No. BellSouth does not take the position that any DS1 service is a "direct and equal" substitute for Primary Rate ISDN service. However, BellSouth does take the position that a channelized DS1 service combined with local business service does constitute a service arrangement that is comparable to PRI ISDN service. This arrangement is comparable in that both the DS1 arrangement and PRI ISDN service provide local exchange services and digital transport between a serving central office and a customer's location. Differences include but are not limited to the fact that the DS1 serving arrangement lacks the benefits of a separate signaling channel available with PRI ISDN service. A typical customer would weigh the differences in service capabilities between these two arrangements with the charges from the service provider and the customer's costs of terminating either arrangement at their location.

REQUESTS FOR PRODUCTION

BellSouth Telecommunications, Inc.
Tennessee Regulatory Authority
Docket No. 03-00391
AT&T's First Discovery Request
August 30, 2004
Item No. 1
Page 1 of 1

Request: Please provide the most current materials, manuals and / or documentation used by BellSouth in training its sales personnel to sell PRI ISDN service.

Response: Documents responsive to this request are proprietary and are being provided subject to the terms of the Protective Order entered in this docket.

BELLSOUTH
TELECOMMUNICATIONS, INC
TENNESSEE
ISSUED February 24, 1997
BY President - Tennessee
Nashville, Tennessee

ACCESS SERVICES TARIFF

Tenth Revised Page 48
Cancels Ninth Revised Page 48

EFFECTIVE March 26, 1997

E7. SPECIAL ACCESS (A.K.A. BELLSOUTH SPA) SERVICE

(T)

E7.5 Rates And Charges (Cont'd)

(T)

E7.5.8 High Capacity (a.k.a. BellSouth SPA High Capacity) Service**A. Local Channel****1 Per Point of Termination**

		Monthly Rate	Nonrecurring Charge First Service Installed	Additional Service Installed	USOC
(a)	1 544 Mbps	\$106.00	\$735.00	\$335.00	TMECS
(b)	3 152 Mbps ¹	-	-	-	TWT++
(c)	6 312 Mbps ¹	-	-	-	TWT++
(d)	44 736 Mbps ¹	-	-	-	TWT++

2 Contract Rates Per Point Of Termination²

		Nonrecurring Charge First	Additional	24 to 48 Months	49 to 72 Months	73 to 96 Months	USOC
(a)	1 544 Mbps	\$735.00	\$335.00	\$106.00	\$104.00	\$102.00	TMECS

B. Interoffice Channel**1 1 544 Mbps****Mileage Bands**

		Fixed Monthly Charge	Monthly Charge Per Mile	Nonrecurring Charge	USOC
(a)	0 mile	\$-	\$-	\$-	1L5XX
(b)	1 thru 8 miles	75.00	45.50	290.00	1L5XX
(c)	9 thru 25 miles	75.00	45.50	290.00	1L5XX
(d)	Over 25 miles	75.00	45.50	290.00	1L5XX

Note 1: ICB rates and charges apply**Note 2:** Contract lengths are flexible to allow customer choice of payment period per E2 4 9

BELLSOUTH
TELECOMMUNICATIONS, INC
TENNESSEE
ISSUED February 24, 1997
BY President - Tennessee
Nashville, Tennessee

ACCESS SERVICES TARIFF

Fourth Revised Page 48 1
Cancels Third Revised Page 48 1

EFFECTIVE March 26, 1997

E7. SPECIAL ACCESS (A.K.A. BELLSOUTH SPA) SERVICE

(T)

E7.5 Rates And Charges (Cont'd)**E7.5.8 High Capacity (a.k.a. BellSouth SPA High Capacity) Service (Cont'd)**

(T)

B. Interoffice Channel (Cont'd)2 1 544 Mbps (Contract Rates)^{1 2}**Mileage Bands**

	Nonrecurring Charge	Fixed Monthly Charge	24 to 48 Months	49 to 72 Months	73 to 96 Months	USOC
(a) 0 mile	\$-	\$-	\$-	\$-	\$-	1L5XX
(b) 1 thru 8 miles	290.00	65.00	18.00	16.00	14.00	1L5XX
(c) 9 thru 25 miles	290.00	65.00	18.00	16.00	14.00	1L5XX
(d) Over 25 miles	290.00	65.00	18.00	16.00	14.00	1L5XX

Note 1: Contract lengths are now flexible to allow customer choice of payment period per E2 4 9**Note 2:** Monthly rates are per mile

BELLSOUTH
TELECOMMUNICATIONS, INC
TENNESSEE
ISSUED July 8, 2003
BY President - Tennessee
Nashville, Tennessee

ACCESS SERVICES TARIFF

Fourth Revised Page 51 0 1
Cancels Third Revised Page 51 0 1

EFFECTIVE August 8, 2003

E7. SPECIAL ACCESS (A.K.A. BELLSOUTH SPA) SERVICE**E7.5 Rates And Charges (Cont'd)****E7.5.8 High Capacity (a.k.a. BellSouth SPA High Capacity) Service (Cont'd)****C. Optional Features and Functions (Cont'd)****2 Channel Interfaces (Per Interface)****a Sub-DS3 Interfaces****(1) DS1 Level Central Office Channel Interface¹**

	Month to Month	24 to 48 Months	49 to 72 Months	73 to 96 Months	Nonrecurring Charge	USOC
(a) Asynchronous	\$12.00	\$8.00	\$7.00	\$6.00	\$155.00	1D3CA
(b) Synchronous	36.00	31.00	28.00	25.00	135.00	1D3CS
(2) DS1 Level Customer Channel Interface¹						
(a) Asynchronous	17.00	13.00	13.00	13.00	305.00	1D3DA
(b) Synchronous	45.00	36.00	33.00	30.00	255.00	1D3DS

b Sub-DS1 Interfaces**(1) VG/DS0 Level Central Office Channel Interface**

	Monthly Rate	Nonrecurring First Charge	Additional	USOC
(a) BellSouth SWA	\$0.00	\$0.00	\$0.00	1D1SW
(b) Metallic (a k a BellSouth SPA Metallic)	16.00	7.00	6.00	1D1ME
(c) Telegraph (BellSouth SPA Telegraph)	5.00	7.00	6.00	1D1TE
(d) Voice Grade (BellSouth SPA DSO VG)	6.50	7.00	6.00	1D1VG
(e) WATS Access Line (BellSouth SPA WATS Line)	6.50	7.00	6.00	1D1WT
(f) Wired Music -monthly	37.00	7.00	6.00	1D1PA
(g) Wired Music -daily	4.00	7.00	6.00	1D1PA
(h) DDAS (BellSouth SPA DSO Digital Data)	13.00	7.00	6.00	1D1DD

(c) Sub-DS0 Interfaces**(1) Subrate Level Central Office Channel Interface**

(a) Subrate (2 4, 4 8 & 9 6 Kbps)	13.00	7.00	6.00	1DOSR	(T)
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3 Automatic Loop Transfer²

	Monthly Rate	Nonrecurring Initial Charge	Subsequent	USOC
(a) Per arrangement ³	\$175.00	\$14.00	\$60.00	T59

Note 1: Contract rates are flexible to allow customer choice of payment period per E2 4 9

Note 2: This feature may not be available with lines utilizing the Clear Channel Capability line code (B8ZS)

Note 3: An additional Local Channel charge will apply whenever the spare line is provided as a leg to the customer premises

BELLSOUTH
TELECOMMUNICATIONS, INC
TENNESSEE
ISSUED July 8, 1999
BY President - Tennessee
Nashville, Tennessee

ACCESS SERVICES TARIFF

Ninth Revised Page 51 1
Cancels Eighth Revised Page 51 1

EFFECTIVE August 8, 1999

E7. SPECIAL ACCESS (A.K.A. BELLSOUTH SPA) SERVICE

(T)

E7.5 Rates And Charges (Cont'd)**E7.5.8 High Capacity (a.k.a. BellSouth SPA High Capacity) Service (Cont'd)**

(T)

C. Optional Features and Functions (Cont'd)

- 4 Clear Channel Capability is furnished on a per DS1 service channel basis
Per DS1/1 544 Mbps High Capacity Channel optioned as

	Monthly Rate	Nonrecurring Charge		USOC	
		Initial	Subsequent		
(a) Superframe Format (SF)	\$-	\$-	\$590.00	CCOSF	
(b) Extended Superframe Format (ESF)	-	-	590.00	CCOEF	
5 Virtual Collocation to High Capacity (a k a BellSouth SPA HighCapacity) Service					(N)
(a) Per DS1 Cross-Connect	7.50	155.00	14.00	CNC1X	(N)

CERTIFICATE OF SERVICE

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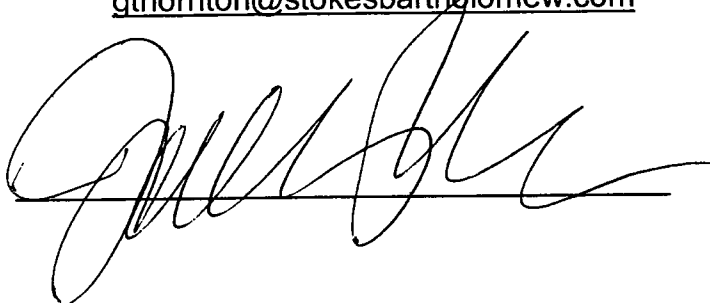
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BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition for Exemption of Certain Services*

Docket No. 03-00391

BELLSOUTH TELECOMMUNICATIONS, INC.'S
FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS TO AT&T OF THE SOUTH CENTRAL STATES, LLC

BellSouth Telecommunications, Inc. ("BellSouth"), hereby requests AT&T of the South Central States, LLC ("AT&T") to provide answers and documents in response to the following discovery requests in the time established by the Procedural Schedules adopted by the pre-hearing officer in this matter.

DEFINITIONS

1. "BellSouth" means BellSouth Telecommunications, Inc., and its subsidiaries, their present and former officers, employees, agents, representatives, directors, and all other persons acting or purporting to act on behalf of BellSouth Telecommunications, Inc.

2. "AT&T" means AT&T of the South Central States, LLC and its present and former employees, agents, directors, and all other persons acting or purporting to act on behalf of the AT&T.

3. The terms "you" and "your" refer to the AT&T.

4. The term "person" means any natural person, corporation, corporate division, partnership, other unincorporated association, trust, government agency, or entity.

5. The term "document" shall have the broadest possible meaning under applicable law. "Document" means every writing or record of every type and description that is in the possession, custody or control of the AT&T, including, but not limited to, correspondence, memoranda, drafts, work papers, summaries, stenographic or handwritten notes, studies, publications, books, pamphlets, reports, surveys, minutes or statistical compilations, computer and other electronic records or tapes or printouts, including, but not limited to, electronic mail files; and copies of such writings or records containing any commentary or notation whatsoever that does not appear in the original. The term "document" further includes, by way of illustration and not limitation, schedules, progress schedules, time logs, drawings, computer disks, charts, projections, time tables, summaries of other documents, minutes, surveys, work sheets, drawings, comparisons, evaluations, laboratory and testing reports, telephone call records, personal diaries, calendars, personal notebooks, personal reading files, transcripts, witness statements and indices.

6. The term "communication" means any oral, graphic, demonstrative, telephonic, verbal, electronic, written or other conveyance of information, including, but not limited to, conversations, telecommunications and documents.

7. The term "referring or relating to" means consisting of, containing, mentioning, suggesting, reflecting, concerning, regarding, summarizing, analyzing, discussing, involving, dealing with, emanating from, directed at, pertaining to in any way, or in any way logically or factually connected or associated with the matter discussed.

8. "And" and "or" as used herein shall be construed both conjunctively and disjunctively and each shall include the other whenever such construction will serve to bring within the scope of these discovery requests any information that would otherwise not be brought within their scope.

9. The singular as used herein shall include the plural, and vice versa, and the masculine gender shall include the feminine and the neuter.

10. "Identify" or "identifying" or "identification" when used in reference to a natural person means to state:

- a) the full legal name of the person;
- b) the name, title and employer of the person at the time in question;
- c) the present or last known employer of such person;
- d) the present or last known home and business addresses of the person; and
- e) the present home address.

11. "Identify" or "identifying" or "identification" when used in reference to a person other than a natural person means to state:

- a) the full name of the person and any names under which it conducts business;
- b) the present or last known address of the person; and
- c) the present or last known telephone number of the person.

12. "Identify" or "identifying" or "identification" when used in reference to a document means to provide with respect to each document requested to be

identified by these discovery requests a description of the document that is sufficient for purposes of a request to produce or a subpoena duces tecum, including the following:

- a) the type of document (e.g., letter, memorandum, etc.);
- b) the date of the document;
- c) the title or label of the document;
- d) the Bates number or other identifier used to number the document for use in litigation;
- e) the identity of the originator;
- f) the identity of each person to whom it was sent;
- g) the identity of each person to whom a copy or copies were sent;
- h) a summary of the contents of the document;
- i) the name and last known address of each person who presently has possession, custody or control of the document; and
- j) if any such document was, but is no longer, in your possession, custody or control or is no longer in existence, state whether it: (1) is missing or lost; (2) has been destroyed; or (3) has been transferred voluntarily or involuntarily, and, if so, state the circumstances surrounding the authorization for each such disposition and the date of such disposition.

13. "Identify," "identifying" or "identity" when used in reference to a communication means to state the date of the communication, whether the

communication was written or oral, the identity of all parties and witnesses to the communication, the substance of what was said and/or transpired and, if written, the identity of the document(s) containing or referring to the communication.

14. "PRI" means Primary Rate ISDN.

GENERAL INSTRUCTIONS

1. If you contend that any response to any Interrogatory may be withheld under the attorney-client privilege, the attorney work product doctrine or any other privilege or basis, please state the following with respect to each such response in order to explain the basis for the claim of privilege and to permit adjudication of the propriety of that claim:

- a) the privilege asserted and its basis;
- b) the nature of the information withheld; and
- c) the subject matter of the document, except to the extent that you claim it is privileged.

2. These discovery requests are to be answered with reference to all information in your possession, custody or control or reasonably available to you. These discovery requests are intended to include requests for information, which is physically within your possession, custody or control as well as in the possession, custody or control of your agents, attorneys, or other third parties from which such documents may be obtained.

3. If any Interrogatory cannot be answered in full, answer to the extent possible and specify the reasons for your inability to answer fully.

4. These interrogatories are continuing in nature and require supplemental responses should information unknown to you at the time you serve your responses to these interrogatories subsequently become known.

5. For each Interrogatory, provide the name of the company witness(es) or employee(s) responsible for compiling and providing the information contained in each answer.

INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

1. Please identify each fact witness you intend to present in this docket and, for each, please state:

- a) the subject or subjects upon which the witness will testify;
- b) the basis of the witness' personal knowledge of the matter regarding which witness will testify; and
- c) all facts of which the witness is aware that support the witness' testimony.

2. Please identify each expert witness you intend to present in this docket and, for each, please state:

- a) the subject or subjects upon which the expert will testify;
- b) the basis for your assertion that the witness is qualified as an expert including, but not limited to, a current curriculum vitae;
- c) all tests, studies, measurements, experiments, or other analysis or actions performed or observed by the expert relating to the expert's testimony;

- d) all opinions that the expert will present in this docket and the basis for each opinion; and
- e) all facts of which you or the expert are aware that support those opinions.

3. Please state whether you will contend in this docket that PRI service is not sufficiently competitive in Tennessee to qualify for exemption under T.C.A. § 65-5-208(b), and if you will contend such, state all bases upon which you will make such contention, and all facts which you believe support such contention.

4. Please state whether you agree that competition for PRI services in Tennessee is an effective regulator of price for PRI service, and if you do not agree, please state why you do not agree and all facts that you believe support your position.

5. Please identify all ways in which you believe exempting PRI service from tariff requirements would cause harm to any end-user in Tennessee and for each way identified, please explain:

- a) the basis for your belief;
- b) any example of such harm being caused anywhere else in the United States;
- c) how likely you believe that harm would be to occur.

6. Please identify and describe with specificity any way in which you believe that the market in Tennessee for PRI service is different than the market in other states for PRI service.

7. Please identify any Federal rule, order or regulation which you believe is relevant or analogous in any way to exemption of PRI services in Tennessee.

8. Please identify every county in Tennessee in which you have not sold PRI during the past five years.

9. Please state the average price at which you have sold PRI in Tennessee during 2004, 2003, 2002, and 2001.

10. Please state whether you presently offer, or have offered during the past five years, in Tennessee discounts on PRI when purchased in combination with other services.

11. Please state whether you presently offer, or have offered during the past five years, in Tennessee discounts on PRI based on volume or term commitments.

12. Do you offer, or are you aware of competitors who offer, whether on a standalone basis or bundled basis or promotional basis, PRI at prices below \$800 per month?

13. Please state the number of years you have been offering PRI to customers in Tennessee.

14. Please identify and produce all documents to which you have referred or on which you have relied to answer the foregoing Interrogatories.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
Joelle J. Phillips
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
615/214-6301

CERTIFICATE OF SERVICE

I hereby certify that on August 2, 2004, a copy of the foregoing document was served on the parties of record, via the method indicated:

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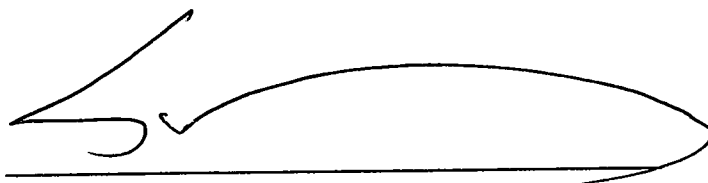
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Hanesworth, Carolyn

From: Hanesworth, Carolyn on behalf of Phillips, Joelle
Sent: Monday, August 02, 2004 3:03 PM
To: Henry Walker (Boult) (hwalker@boultcummings.com); Martha Ross-Bain (rossbain@att.com); Chuck Welch (c Welch@farrismathews.com); Joe Shirley (joe.shirley@state.tn.us); Ed Phillips (edward.phillips@mail.sprint.com); gif.thornton (gif.thornton)
Subject: 03-00391 discovery and proposal re protective order



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BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition for Exemption of Certain Services*

Docket No. 03-00391

BELLSOUTH TELECOMMUNICATIONS, INC.'S
FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS TO THE CONSUMER ADVOCATE AND PROTECTION DIVISON

BellSouth Telecommunications, Inc. ("BellSouth"), hereby requests the Consumer Advocate and Protection Division of the office of the Attorney General (the "CAD") to provide answers and documents in response to the following discovery requests in the time established by the Procedural Schedules adopted by the pre-hearing officer in this matter.

DEFINITIONS

1. "BellSouth" means BellSouth Telecommunications, Inc., and its subsidiaries, their present and former officers, employees, agents, representatives, directors, and all other persons acting or purporting to act on behalf of BellSouth Telecommunications, Inc.

2. "CAD" means the Consumer Advocate and Protection Division of the office of the Attorney General and its present and former employees, agents, directors, and all other persons acting or purporting to act on behalf of the CAD.

3. The terms "you" and "your" refer to the CAD.

4. The term "person" means any natural person, corporation, corporate division, partnership, other unincorporated association, trust, government agency, or entity.

5. The term "document" shall have the broadest possible meaning under applicable law. "Document" means every writing or record of every type and description that is in the possession, custody or control of the CAD, including, but not limited to, correspondence, memoranda, drafts, work papers, summaries, stenographic or handwritten notes, studies, publications, books, pamphlets, reports, surveys, minutes or statistical compilations, computer and other electronic records or tapes or printouts, including, but not limited to, electronic mail files; and copies of such writings or records containing any commentary or notation whatsoever that does not appear in the original. The term "document" further includes, by way of illustration and not limitation, schedules, progress schedules, time logs, drawings, computer disks, charts, projections, time tables, summaries of other documents, minutes, surveys, work sheets, drawings, comparisons, evaluations, laboratory and testing reports, telephone call records, personal diaries, calendars, personal notebooks, personal reading files, transcripts, witness statements and indices.

6. The term "communication" means any oral, graphic, demonstrative, telephonic, verbal, electronic, written or other conveyance of information, including, but not limited to, conversations, telecommunications and documents.

7. The term "referring or relating to" means consisting of, containing, mentioning, suggesting, reflecting, concerning, regarding, summarizing, analyzing,

discussing, involving, dealing with, emanating from, directed at, pertaining to in any way, or in any way logically or factually connected or associated with the matter discussed.

8. "And" and "or" as used herein shall be construed both conjunctively and disjunctively and each shall include the other whenever such construction will serve to bring within the scope of these discovery requests any information that would otherwise not be brought within their scope.

9. The singular as used herein shall include the plural, and vice versa, and the masculine gender shall include the feminine and the neuter.

10. "Identify" or "identifying" or "identification" when used in reference to a natural person means to state:

- a) the full legal name of the person;
- b) the name, title and employer of the person at the time in question;
- c) the present or last known employer of such person;
- d) the present or last known home and business addresses of the person; and
- e) the present home address.

11. "Identify" or "identifying" or "identification" when used in reference to a person other than a natural person means to state:

- a) the full name of the person and any names under which it conducts business;
- b) the present or last known address of the person; and

- c) the present or last known telephone number of the person.

12. "Identify" or "identifying" or "identification" when used in reference to a document means to provide with respect to each document requested to be identified by these discovery requests a description of the document that is sufficient for purposes of a request to produce or a subpoena duces tecum, including the following:

- a) the type of document (e.g., letter, memorandum, etc.);
- b) the date of the document;
- c) the title or label of the document;
- d) the Bates number or other identifier used to number the document for use in litigation;
- e) the identity of the originator;
- f) the identity of each person to whom it was sent;
- g) the identity of each person to whom a copy or copies were sent;
- h) a summary of the contents of the document;
- i) the name and last known address of each person who presently has possession, custody or control of the document; and
- j) if any such document was, but is no longer, in your possession, custody or control or is no longer in existence, state whether it:
(1) is missing or lost; (2) has been destroyed; or (3) has been transferred voluntarily or involuntarily, and, if so, state the

circumstances surrounding the authorization for each such disposition and the date of such disposition.

13. "Identify," "identifying" or "identity" when used in reference to a communication means to state the date of the communication, whether the communication was written or oral, the identity of all parties and witnesses to the communication, the substance of what was said and/or transpired and, if written, the identity of the document(s) containing or referring to the communication.

14. "PRI" means Primary Rate ISDN.

GENERAL INSTRUCTIONS

1. If you contend that any response to any Interrogatory may be withheld under the attorney-client privilege, the attorney work product doctrine or any other privilege or basis, please state the following with respect to each such response in order to explain the basis for the claim of privilege and to permit adjudication of the propriety of that claim:

- a) the privilege asserted and its basis;
- b) the nature of the information withheld; and
- c) the subject matter of the document, except to the extent that you claim it is privileged.

2. These discovery requests are to be answered with reference to all information in your possession, custody or control or reasonably available to you. These discovery requests are intended to include requests for information, which is physically within your possession, custody or control as well as in the possession,

custody or control of your agents, attorneys, or other third parties from which such documents may be obtained.

3. If any Interrogatory cannot be answered in full, answer to the extent possible and specify the reasons for your inability to answer fully.

4. These interrogatories are continuing in nature and require supplemental responses should information unknown to you at the time you serve your responses to these interrogatories subsequently become known.

5. For each Interrogatory, provide the name of the company witness(es) or employee(s) responsible for compiling and providing the information contained in each answer.

INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

1. Please identify each fact witness you intend to present in this docket and, for each, please state:

- a) the subject or subjects upon which the witness will testify;
- b) the basis of the witness' personal knowledge of the matter regarding which witness will testify; and
- c) all facts of which the witness is aware that support the witness' testimony.

2. Please identify each expert witness you intend to present in this docket and, for each, please state:

- a) the subject or subjects upon which the expert will testify;
- b) the basis for your assertion that the witness is qualified as an expert including, but not limited to, a current curriculum vitae;

- c) all tests, studies, measurements, experiments, or other analysis or actions performed or observed by the expert relating to the expert's testimony;
- d) all opinions that the expert will present in this docket and the basis for each opinion; and
- e) all facts of which you or the expert are aware that support those opinions.

3. Please state whether you will contend in this docket that PRI service is not sufficiently competitive in Tennessee to qualify for exemption under T.C.A. § 65-5-208(b), and if you will contend such, state all bases upon which you will make such contention, and all facts which you believe support such contention.

4. Please state whether you agree that competition for PRI services in Tennessee is an effective regulator of price for PRI service, and if you do not agree, please state why you do not agree and all facts that you believe support your position.

5. Please identify all ways in which you believe exempting PRI service from tariff requirements would cause harm to any end-user in Tennessee and for each way identified, please explain:

- a) the basis for your belief;
- b) any example of such harm being caused anywhere else in the United States;
- c) how likely you believe that harm would be to occur.

6. Please identify and describe with specificity any way in which you believe that the market in Tennessee for PRI service is different than the market in other states for PRI service.

7. Please state the number of end-user complaints regarding pricing of PRI service in Tennessee that you have either received or of which you are aware, and for each such complaint identify the name of the complaining end-user, the approximate date of the complaint, and the nature of the complaint.

8. Please identify any Federal rule, order or regulation which you believe is relevant or analogous in any way to exemption of PRI services in Tennessee.

9. Please identify all services that you believe provide end users with similar functionality to that provided by PRI.

10. Please identify and produce all documents on which you have relied or to which you have referred to answer the foregoing Interrogatories.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By. 

Guy M. Hicks
Joelle J. Phillips
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
615/214-6301

CERTIFICATE OF SERVICE

I hereby certify that on August 2, 2004, a copy of the foregoing document was served on the parties of record, via the method indicated:

☐ Hand
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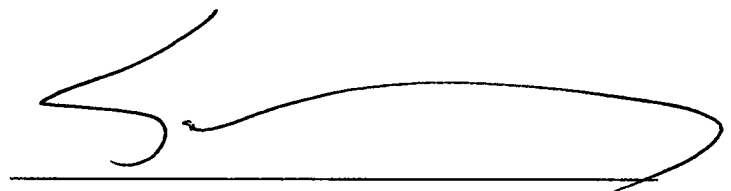
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Hanesworth, Carolyn

From: Hanesworth, Carolyn on behalf of Phillips, Joelle
Sent: Monday, August 02, 2004 3:03 PM
To: Henry Walker (Boult) (hwalker@boultcummings.com); Martha Ross-Bain (rossbain@att.com); Chuck Welch (cwelch@farrismathews.com); Joe Shirley (joe.shirley@state.tn.us); Ed Phillips (edward.phillips@mail.sprint.com); gif thornton (gif thornton)
Subject: 03-00391 discovery and proposal re protective order



ime warner pdf (277 KB) proposal.pdf (70 KB) AT&T.pdf (276 KB) CAD pdf (269 KB)

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition for Exemption of Certain Services*

Docket No. 03-00391

BELLSOUTH TELECOMMUNICATIONS, INC.'S
FIRST SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS TO TIME WARNER OF THE SOUTH CENTRAL STATES, LLC

BellSouth Telecommunications, Inc. ("BellSouth"), hereby requests Time Warner Telecom of the MidSouth, LLP ("Time Warner") to provide answers and documents in response to the following discovery requests in the time established by the Procedural Schedules adopted by the pre-hearing officer in this matter.

DEFINITIONS

1. "BellSouth" means BellSouth Telecommunications, Inc., and its subsidiaries, their present and former officers, employees, agents, representatives, directors, and all other persons acting or purporting to act on behalf of BellSouth Telecommunications, Inc.

2. "Time Warner" means Time Warner Telecom of the MidSouth, LLP and its present and former employees, agents, directors, and all other persons acting or purporting to act on behalf of the Time Warner.

3. The terms "you" and "your" refer to the Time Warner.

4. The term "person" means any natural person, corporation, corporate division, partnership, other unincorporated association, trust, government agency, or entity.

5. The term "document" shall have the broadest possible meaning under applicable law. "Document" means every writing or record of every type and description that is in the possession, custody or control of the Time Warner, including, but not limited to, correspondence, memoranda, drafts, work papers, summaries, stenographic or handwritten notes, studies, publications, books, pamphlets, reports, surveys, minutes or statistical compilations, computer and other electronic records or tapes or printouts, including, but not limited to, electronic mail files; and copies of such writings or records containing any commentary or notation whatsoever that does not appear in the original. The term "document" further includes, by way of illustration and not limitation, schedules, progress schedules, time logs, drawings, computer disks, charts, projections, time tables, summaries of other documents, minutes, surveys, work sheets, drawings, comparisons, evaluations, laboratory and testing reports, telephone call records, personal diaries, calendars, personal notebooks, personal reading files, transcripts, witness statements and indices.

6. The term "communication" means any oral, graphic, demonstrative, telephonic, verbal, electronic, written or other conveyance of information, including, but not limited to, conversations, telecommunications and documents.

7. The term "referring or relating to" means consisting of, containing, mentioning, suggesting, reflecting, concerning, regarding, summarizing, analyzing, discussing, involving, dealing with, emanating from, directed at, pertaining to in any way, or in any way logically or factually connected or associated with the matter discussed.

8. "And" and "or" as used herein shall be construed both conjunctively and disjunctively and each shall include the other whenever such construction will serve to bring within the scope of these discovery requests any information that would otherwise not be brought within their scope.

9. The singular as used herein shall include the plural, and vice versa, and the masculine gender shall include the feminine and the neuter.

10. "Identify" or "identifying" or "identification" when used in reference to a natural person means to state:

- a) the full legal name of the person;
- b) the name, title and employer of the person at the time in question;
- c) the present or last known employer of such person;
- d) the present or last known home and business addresses of the person; and
- e) the present home address.

11. "Identify" or "identifying" or "identification" when used in reference to a person other than a natural person means to state:

- a) the full name of the person and any names under which it conducts business;
- b) the present or last known address of the person; and
- c) the present or last known telephone number of the person.

12. "Identify" or "identifying" or "identification" when used in reference to a document means to provide with respect to each document requested to be

identified by these discovery requests a description of the document that is sufficient for purposes of a request to produce or a subpoena duces tecum, including the following:

- a) the type of document (e.g., letter, memorandum, etc.);
- b) the date of the document;
- c) the title or label of the document;
- d) the Bates number or other identifier used to number the document for use in litigation;
- e) the identity of the originator;
- f) the identity of each person to whom it was sent;
- g) the identity of each person to whom a copy or copies were sent;
- h) a summary of the contents of the document;
- i) the name and last known address of each person who presently has possession, custody or control of the document; and
- j) if any such document was, but is no longer, in your possession, custody or control or is no longer in existence, state whether it: (1) is missing or lost; (2) has been destroyed; or (3) has been transferred voluntarily or involuntarily, and, if so, state the circumstances surrounding the authorization for each such disposition and the date of such disposition.

13. "Identify," "identifying" or "identity" when used in reference to a communication means to state the date of the communication, whether the

communication was written or oral, the identity of all parties and witnesses to the communication, the substance of what was said and/or transpired and, if written, the identity of the document(s) containing or referring to the communication.

14. "PRI" means Primary Rate ISDN.

GENERAL INSTRUCTIONS

1. If you contend that any response to any Interrogatory may be withheld under the attorney-client privilege, the attorney work product doctrine or any other privilege or basis, please state the following with respect to each such response in order to explain the basis for the claim of privilege and to permit adjudication of the propriety of that claim:

- a) the privilege asserted and its basis;
- b) the nature of the information withheld; and
- c) the subject matter of the document, except to the extent that you claim it is privileged.

2. These discovery requests are to be answered with reference to all information in your possession, custody or control or reasonably available to you. These discovery requests are intended to include requests for information, which is physically within your possession, custody or control as well as in the possession, custody or control of your agents, attorneys, or other third parties from which such documents may be obtained.

3. If any Interrogatory cannot be answered in full, answer to the extent possible and specify the reasons for your inability to answer fully.

4. These interrogatories are continuing in nature and require supplemental responses should information unknown to you at the time you serve your responses to these interrogatories subsequently become known.

5. For each Interrogatory, provide the name of the company witness(es) or employee(s) responsible for compiling and providing the information contained in each answer.

INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

1. Please identify each fact witness you intend to present in this docket and, for each, please state:

- a) the subject or subjects upon which the witness will testify;
- b) the basis of the witness' personal knowledge of the matter regarding which witness will testify; and
- c) all facts of which the witness is aware that support the witness' testimony.

2. Please identify each expert witness you intend to present in this docket and, for each, please state:

- a) the subject or subjects upon which the expert will testify;
- b) the basis for your assertion that the witness is qualified as an expert including, but not limited to, a current curriculum vitae;
- c) all tests, studies, measurements, experiments, or other analysis or actions performed or observed by the expert relating to the expert's testimony;

- d) all opinions that the expert will present in this docket and the basis for each opinion; and
- e) all facts of which you or the expert are aware that support those opinions.

3. Please state whether you will contend in this docket that PRI service is not sufficiently competitive in Tennessee to qualify for exemption under T.C.A. § 65-5-208(b), and if you will contend such, state all bases upon which you will make such contention, and all facts which you believe support such contention.

4. Please state whether you agree that competition for PRI services in Tennessee is an effective regulator of price for PRI service, and if you do not agree, please state why you do not agree and all facts that you believe support your position.

5. Please identify all ways in which you believe exempting PRI service from tariff requirements would cause harm to any end-user in Tennessee and for each way identified, please explain:

- a) the basis for your belief;
- b) any example of such harm being caused anywhere else in the United States;
- c) how likely you believe that harm would be to occur.

6. Please identify and describe with specificity any way in which you believe that the market in Tennessee for PRI service is different than the market in other states for PRI service.

7. Please identify any Federal rule, order or regulation which you believe is relevant or analogous in any way to exemption of PRI services in Tennessee.

8. Please identify every county in Tennessee in which you have not sold PRI during the past five years.

9. Please state the average price at which you have sold PRI in Tennessee during 2004, 2003, 2002, and 2001.

10. Please state whether you presently offer, or have offered during the past five years, in Tennessee discounts on PRI when purchased in combination with other services.

11. Please state whether you presently offer, or have offered during the past five years, in Tennessee discounts on PRI based on volume or term commitments.

12. Do you offer, or are you aware of competitors who offer, whether on a standalone basis or bundled basis or promotional basis, PRI at prices below \$800 per month?

13. Please state the number of years you have been offering PRI to customers in Tennessee.

14. Please identify and produce all documents to which you have referred or on which you have relied to answer the foregoing Interrogatories.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks
Joelle J. Phillips
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
615/214-6301

CERTIFICATE OF SERVICE

I hereby certify that on August 2, 2004, a copy of the foregoing document was served on the parties of record, via the method indicated:

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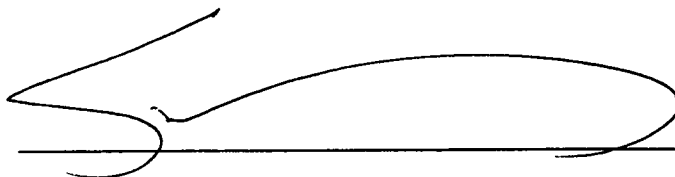
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Hanesworth, Carolyn

From: Hanesworth, Carolyn on behalf of Phillips, Joelle
Sent: Monday, August 02, 2004 3:03 PM
To: Henry Walker (Boult) (hwalker@boultcummings.com); Martha Ross-Bain (rossbain@att.com); Chuck Welch (cwelch@farrismathews.com); Joe Shirley (joe.shirley@state.tn.us); Ed Phillips (edward.phillips@mail.sprint.com); gif thornton (gif.thornton)
Subject: 03-00391 discovery and proposal re protective order



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BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition for Exemption of Certain Services*

Docket No. 03-00391

BELLSOUTH TELECOMMUNICATIONS, INC.'S
SECOND SET OF INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS TO THE CONSUMER ADVOCATE AND PROTECTION DIVISION

BellSouth Telecommunications, Inc. ("BellSouth"), hereby requests the Consumer Advocate and Protection Division of the office of the Attorney General (the "CAD") to provide answers and documents in response to the following discovery requests in the time established by the Procedural Schedules adopted by the pre-hearing officer in this matter. **BellSouth expressly reserves the right to propound additional discovery at such time as the CAD provides complete answers to BellSouth's first set of interrogatories and requests for production of documents.**

DEFINITIONS

1. "BellSouth" means BellSouth Telecommunications, Inc., and its subsidiaries, their present and former officers, employees, agents, representatives, directors, and all other persons acting or purporting to act on behalf of BellSouth Telecommunications, Inc.

2. "CAD" means the Consumer Advocate and Protection Division of the office of the Attorney General and its present and former employees, agents, directors, and all other persons acting or purporting to act on behalf of the CAD.

3. The terms "you" and "your" refer to the CAD.
4. The term "person" means any natural person, corporation, corporate division, partnership, other unincorporated association, trust, government agency, or entity.
5. The term "document" shall have the broadest possible meaning under applicable law. "Document" means every writing or record of every type and description that is in the possession, custody or control of the CAD, including, but not limited to, correspondence, memoranda, drafts, work papers, summaries, stenographic or handwritten notes, studies, publications, books, pamphlets, reports, surveys, minutes or statistical compilations, computer and other electronic records or tapes or printouts, including, but not limited to, electronic mail files; and copies of such writings or records containing any commentary or notation whatsoever that does not appear in the original. The term "document" further includes, by way of illustration and not limitation, schedules, progress schedules, time logs, drawings, computer disks, charts, projections, time tables, summaries of other documents, minutes, surveys, work sheets, drawings, comparisons, evaluations, laboratory and testing reports, telephone call records, personal diaries, calendars, personal notebooks, personal reading files, transcripts, witness statements and indices.
6. The term "communication" means any oral, graphic, demonstrative, telephonic, verbal, electronic, written or other conveyance of information, including, but not limited to, conversations, telecommunications and documents.

7. The term "referring or relating to" means consisting of, containing, mentioning, suggesting, reflecting, concerning, regarding, summarizing, analyzing, discussing, involving, dealing with, emanating from, directed at, pertaining to in any way, or in any way logically or factually connected or associated with the matter discussed.

8. "And" and "or" as used herein shall be construed both conjunctively and disjunctively and each shall include the other whenever such construction will serve to bring within the scope of these discovery requests any information that would otherwise not be brought within their scope.

9. The singular as used herein shall include the plural, and vice versa, and the masculine gender shall include the feminine and the neuter.

10. "Identify" or "identifying" or "identification" when used in reference to a natural person means to state:

- a) the full legal name of the person;
- b) the name, title and employer of the person at the time in question;
- c) the present or last known employer of such person;
- d) the present or last known home and business addresses of the person; and
- e) the present home address.

11. "Identify" or "identifying" or "identification" when used in reference to a person other than a natural person means to state:

- a) the full name of the person and any names under which it conducts business;
- b) the present or last known address of the person; and
- c) the present or last known telephone number of the person.

12. "Identify" or "identifying" or "identification" when used in reference to a document means to provide with respect to each document requested to be identified by these discovery requests a description of the document that is sufficient for purposes of a request to produce or a subpoena duces tecum, including the following:

- a) the type of document (e.g., letter, memorandum, etc.);
- b) the date of the document;
- c) the title or label of the document;
- d) the Bates number or other identifier used to number the document for use in litigation;
- e) the identity of the originator;
- f) the identity of each person to whom it was sent;
- g) the identity of each person to whom a copy or copies were sent;
- h) a summary of the contents of the document;
- i) the name and last known address of each person who presently has possession, custody or control of the document; and
- j) if any such document was, but is no longer, in your possession, custody or control or is no longer in existence, state whether it:

(1) is missing or lost; (2) has been destroyed; or (3) has been transferred voluntarily or involuntarily, and, if so, state the circumstances surrounding the authorization for each such disposition and the date of such disposition.

13. "Identify," "identifying" or "identity" when used in reference to a communication means to state the date of the communication, whether the communication was written or oral, the identity of all parties and witnesses to the communication, the substance of what was said and/or transpired and, if written, the identity of the document(s) containing or referring to the communication.

GENERAL INSTRUCTIONS

1. If you contend that any response to any Interrogatory may be withheld under the attorney-client privilege, the attorney work product doctrine or any other privilege or basis, please state the following with respect to each such response in order to explain the basis for the claim of privilege and to permit adjudication of the propriety of that claim:

- a) the privilege asserted and its basis;
- b) the nature of the information withheld; and
- c) the subject matter of the document, except to the extent that you claim it is privileged.

2. These discovery requests are to be answered with reference to all information in your possession, custody or control or reasonably available to you. These discovery requests are intended to include requests for information, which is physically within your possession, custody or control as well as in the possession,

custody or control of your agents, attorneys, or other third parties from which such documents may be obtained.

3. If any Interrogatory cannot be answered in full, answer to the extent possible and specify the reasons for your inability to answer fully.

4. These interrogatories are continuing in nature and require supplemental responses should information unknown to you at the time you serve your responses to these interrogatories subsequently become known.

5. For each Interrogatory, provide the name of the company witness(es) or employee(s) responsible for compiling and providing the information contained in each answer.

INTERROGATORIES AND REQUESTS FOR PRODUCTION OF DOCUMENTS

1. Please refer to the response to the Consumer Advocate's response to BellSouth's First Set of Interrogatories, Interrogatory No. 5, specifically, the paragraph regarding resale. Please state every reason that you believe resale rates could not be based on the rates requested in filed price lists, rather than tariffs. Include in your answer both legal and practical considerations.

2. Please refer to the response to the Consumer Advocate's response to BellSouth's First Set of Interrogatories, Interrogatory No. 5, paragraph 2, regarding "anticompetitive conduct." Please explain every reason that you believe the use of a price list would interfere in any way with the definition of the relationship between BellSouth and its customers, if all terms and conditions currently reflected in BellSouth's tariff remain in the tariff with the sole exception of the price for PRI service, as BellSouth sought with respect to intraLATA toll. State in your answer every basis on

which you would contend that the TRA's oversight would be affected if the tariff currently on file reflecting PRI service was altered only such that the price for such services was removed and contained instead in a price list consistent with the relief sought with respect to intraLATA toll in this docket

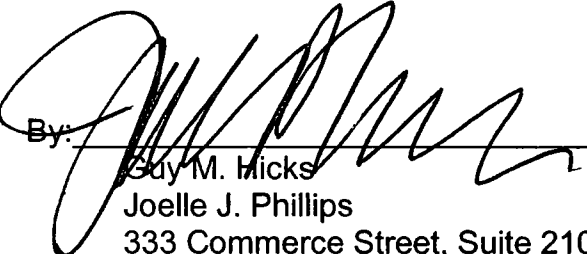
3. Please refer to the response to the Consumer Advocate's response to BellSouth's First Set of Interrogatories, Interrogatory No. 5, specifically paragraph 4 of your response. State every fact on which you base the statement that "consumers may find valuable, including pursuant to tariffing requirements, advanced notice of changes in the rates, terms and conditions of service."

4. Please state whether you will contend in this docket that the market in Tennessee for PRI service is less competitive in any fashion than the market for PRI service in any other state in the US.

5. Please identify and produce all summaries, reports, and analysis in your possession regarding the market for telecommunications services to business customers in Tennessee.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 
Guy M. Hicks
Joelle J. Phillips
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
615/214-6301

CERTIFICATE OF SERVICE

I hereby certify that on August 30, 2004, a copy of the foregoing document was served on the parties of record, via the method indicated:

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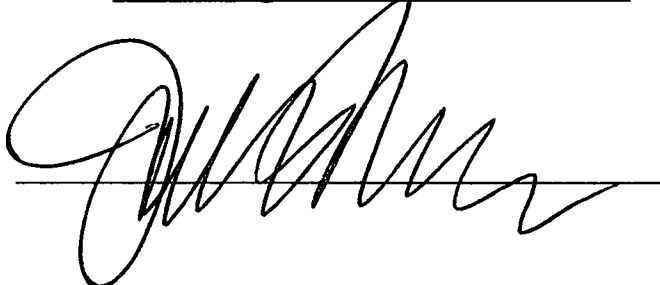
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September 13, 2004

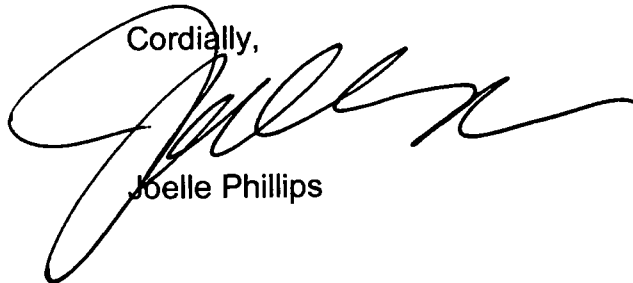
Joe Shirley, Esquire
Office of Tennessee Attorney General
P. O. Box 20207
Nashville, TN 37202

Re: *Petition for Exemption of Certain Services*
Docket No. 03-00391

Dear Joe:

Enclosed are BellSouth's non-proprietary responses to the Consumer Advocate's second set of discovery in this matter. Proprietary responses are being provided under separate cover.

Cordially,



Joelle Phillips

JJP:ch

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Petition for Exemption of Certain Services*

Docket No. 03-00391

**BELLSOUTH TELECOMMUNICATIONS, INC.'S RESPONSE
TO THE SECOND SET OF DISCOVERY REQUESTS FROM
THE CONSUMER ADVOCATE DIVISION**

BellSouth Telecommunications, Inc. ("BellSouth") hereby files the following
Response to the Second Set of Discovery from the Consumer Advocate Division
("CAD") dated August 30, 2004.

GENERAL OBJECTIONS

1. BellSouth objects to the interrogatories and requests for production to the extent they seek to impose an obligation on BellSouth to respond on behalf of subsidiaries, affiliates, or other persons that are not parties to this case on the grounds that such interrogatories and requests for production are overly broad, unduly burdensome, oppressive, and not permitted by applicable discovery rules.

2. BellSouth objects to the interrogatories and requests for production to the extent they are intended to apply to matters other than those subject to the jurisdiction of the Authority. BellSouth objects to such interrogatories and requests for production as being irrelevant, overly broad, unduly burdensome, and oppressive.

3. BellSouth objects to each and every interrogatory and request for production and instruction to the extent that such request or instruction calls for information that is exempt from discovery by virtue of the attorney-client privilege, work product privilege, or other applicable privilege.

4. BellSouth objects to each and every interrogatory and request for production insofar as the interrogatories and requests are vague, ambiguous, overly broad, imprecise, or utilizes terms that are subject to multiple interpretations but are not properly defined or explained for purposes of these interrogatories and requests for production. Any answers provided by BellSouth in response to the interrogatories and requests for production will be provided subject to, and without waiver of, the foregoing objection.

5. BellSouth objects to each and every interrogatory and request for production insofar as it is not reasonably calculated to lead to the discovery of admissible evidence and is not relevant to the subject matter of this action. BellSouth will attempt to note in its responses each instance where this objection applies.

6. BellSouth objects to providing information to the extent that such information is already in the public record before the Authority.

7. BellSouth objects to the CAD's discovery requests, instructions and definitions, insofar as they seek to impose obligations on BellSouth that exceed the requirements of the Tennessee Rules of Civil Procedure or Tennessee law.

8. BellSouth objects to each and every interrogatory and request for production, insofar as any of them are unduly burdensome, expensive, oppressive, or excessively time consuming as written.

9. BellSouth is a large corporation with employees located in many different locations. In the course of its business, BellSouth creates countless documents that are not subject to Authority or FCC retention of records requirements. These documents are kept in numerous locations that are frequently moved from site to site as employees change jobs or as the business is reorganized. Therefore, it is possible that not every document has been identified in response to these requests. BellSouth will conduct a search of those files that are reasonably expected to contain the requested information. To the extent that the requests purport to require more, BellSouth objects on the grounds that compliance would impose an undue burden or expense.

10. BellSouth objects to each and every interrogatory and request for production to the extent that the information requested constitutes "trade secrets." To the extent that the CAD requests proprietary confidential business information, BellSouth will make such information available in accordance with the Protective Order to be entered in this proceeding, subject to any other general or specific objections contained herein.

11. To the extent that such requests are overly broad and unduly burdensome, BellSouth objects to any discovery request that seeks to obtain "all" of particular documents, items, or information. Any answers provided by BellSouth

in response to this discovery will be provided subject to, and without waiver of, the foregoing objection.

RESPONSES

Request: Describe in detail the market conditions requiring an increase in rates for PRI ISDN in Tennessee.

Response: In a competitive market, many forces may influence the increase or decrease of prices for services in that market. BellSouth believes that it is not possible to define with specificity each market force that could possibly exist in Tennessee's PRI market and that could contribute to or influence providers in that market to increase or decrease their prices. Among the potential market forces that could affect pricing would be customer demand, costs for services or other activities in which the provider must engage relating to the service, pricing of competitors, and development of customer preferences, such as a preference for bundling or combining services with other services. Business customers' preferences may be driven by changes in their individual businesses. New or additional factors may arise in addition to these. BellSouth is unable to anticipate every such market force. BellSouth believes the most important market force affecting pricing for PRI service is the force of competitors who advertise and market their services to the same customers BellSouth hopes to win. Given the large number of competitors offering various services that customers in Tennessee can use to accomplish the same function as PRI, the impact of competitive pricing is most likely to remain the most important factor in pricing.

Request: Does BellSouth plan to increase rates for any USOC necessary in the provision of PRI ISDN in Tennessee over the next five years?

Response: Market-based pricing turns on market conditions. Because BellSouth cannot predict market conditions, BellSouth is unable to state with certainty whether the Company would increase the current tariff rate for any PRI service within the next five years subsequent to the granting of an exemption. In a competitive market, the choice to raise and lower prices is motivated by market conditions, and any company who chooses to raise prices in a competitive market risks the loss of customers as a result of that change in price.

Request: Provide the date and amount of all rate reductions made under either T.C.A. §65-5-209 (Price Cap Plan) or T.C.A. §67-6-222 (Ad Valorem Tax Reduction Fund) for each USOC related to the provision of PRI ISDN.

Response: BellSouth has offered PRI ISDN service under several tariffs. BellSouth introduced MegaLink® ISDN Service in BellSouth's Private Line Services Tariff ("PLST"), Section B7.5, effective June 1992. In March 1997, BellSouth introduced a restructured PRI ISDN offering called PathLink Service in the General Subscriber Services Tariff ("GSST"), Section A43.3. In July 1998, BellSouth changed the name of this service to BellSouth Primary Rate ISDN Service. Finally, in May 2002, BellSouth obsoleted the MegaLink® ISDN Service in the PLST, Section B7.5.

While the rate for a PathLink PRI ISDN line may have been different for the same PRI ISDN line under the MegaLink® ISDN Service Tariff, PathLink and MegaLink® ISDN Service were two different tariffs, and PathLink was not introduced as a rate reduction for MegaLink® ISDN Service. No rate reductions have been made for the MegaLink® ISDN Service or for the PathLink/BellSouth Primary Rate ISDN Service. The only rate reductions made for any of these service have been accomplished through the use of Contract Service Arrangements (CSAs) or promotional offerings.

Request: Does the Company contend that its costs for the provision of PRI ISDN in Tennessee is greater than its competitors' costs for the provision of PRI ISDN in Tennessee? If so, state the basis for this contention and describe the conditions contributing to the competitors' lower costs for the provision of PRI ISDN in Tennessee.

Response: BellSouth has no information regarding its competitors' costs.

Request: For each PRI ISDN service identified in response to Interrogatory No. 7 of the first set of discovery requests, set forth the quantity of service provisioned to Tennessee customers for all contract service arrangements ("CSAs"), including Volume and Term agreements, as of the following dates, as applicable (1) January 1, 1999; (2) June 30, 1999; (3) January 1, 2000; (4) June 30, 2000; (5) January 1, 2001; (6) June 30, 2001; (7) January 1, 2002; (8) June 30, 2002; (9) January 1, 2003; (10) June 30, 2003; (11) January 1, 2004; and (12) June 30, 2004.

Response: Volume and Term ("V&T") Agreements provide customers with a discount on billed revenue for a variety of tariffed services. The list of discount eligible tariffed services is different for each V&T agreement, and therefore, each V&T may or may not include PRI ISDN as a discount eligible service. Furthermore, the fact that PRI ISDN is a discount eligible service does not obligate the customer to actually purchase PRI ISDN service. Therefore, while a V&T agreement may list PRI ISDN service as a discount eligible service, the agreement may not actually provide the customer with a discount on PRI ISDN revenue if the customer elects not to purchase the service. Identifying each V&T agreement that included PRI ISDN as a discount eligible service is a burdensome and laborious process, and BellSouth does not maintain records that would identify which V&T customers actually purchased PRI ISDN service.

Similarly, BellSouth does not maintain records showing the number of PRI ISDN lines are provisioned to Tennessee customers having CSAs. In an effort to be responsive, the attached list shows the CSAs that were filed with the Tennessee Regulatory Authority during the time periods requested.

Request: For each PRI ISDN service identified in response to Interrogatory No. 7 of the first set of discovery requests, set forth the quantity of service provisioned to Tennessee customers for all promotional programs identified in response to Interrogatory No. 10 of the first set of discovery requests as of the following dates, as applicable (1) January 1, 1999; (2) June 30, 1999; (3) January 1, 2000; (4) June 30, 2005; (5) January 1, 2001; (6) June 30, 2001; (7) January 1, 2002; (8) June 30, 2002; (9) January 1, 2003; (10) June 30, 2003; (11) January 1, 2004; and (12) June 30, 2004.

Response: BellSouth is searching for responsive information and will supplement its responses to provide a response.

Request: For each PRI ISDN service identified in response to Interrogatory No. 7 of the first set of discovery requests, set forth the quantity of service provisioned to resellers of such service in Tennessee as of the following dates, as applicable (1) January 1, 1999; (2) June 30, 1999; (3) January 1, 2000; (4) June 30, 2000; (5) January 1, 2001; (6) June 30, 2001; (7) January 1, 2002; (8) June 30, 2002; (9) January 1, 2003; (10) June 30, 2003; (11) January 1, 2004; and (12) June 30, 2004.

Response: BellSouth does not maintain the requested information as far back as requested, however, see below for what is available.

TN	9/1/2002	3/1/2003	9/1/2003	3/1/2004	8/1/2004
<u>USOC</u>	<u>CLECs</u>	<u>CLECs</u>	<u>CLECs</u>	<u>CLECs</u>	<u>CLECs</u>
1LD1E	6	4	2	2	3
1LN1A			1	1	1
1LN1B			1	1	1
PR71E	3				
PR71V	7	11	8	7	9
PR7AX		1	1		
PR7BD	3				
PR7BS	1	1		1	1
PR7BV	7	11	8	7	9
PR7C1	2	1	1	2	1
PR7CC	6	10	8	7	8
PR7CN					1
PR7CO	1	1	1	2	1
PR7EX	8	10	8	7	9
PR7N2		1	1		
PR7N3		1	1		
PR7OC	1				1
PR7RX	5	3	2	2	3
PR7TE			1	1	1
PR7TF	8	11	8	7	9
PR7TL	1				
PR7TO	1	1	1	1	
PR7VX	1				
PR7ZX	1				

Request: Does BellSouth advertise and market their PRI ISDN services in Tennessee? If so, provide the advertising and marketing expenses incurred for PRI ISDN services in Tennessee for the years ended 1999-2003 by year.

Response: BellSouth is continuing to investigate this question and will supplement its responses to provide a response.

Request: If an exemption were granted to BellSouth for PRI ISDN services and BellSouth decided to raise its rates for PRI ISDN, then is it likely that BellSouth's competitors would increase their PRI ISDN rates? If not, why not?

Response: Pricing in a competitive market turns on market forces. BellSouth's competitors would likely base pricing not only on BellSouth's prices, but also on other market forces. Accordingly, BellSouth cannot opine as to the likelihood of competitor price increases.

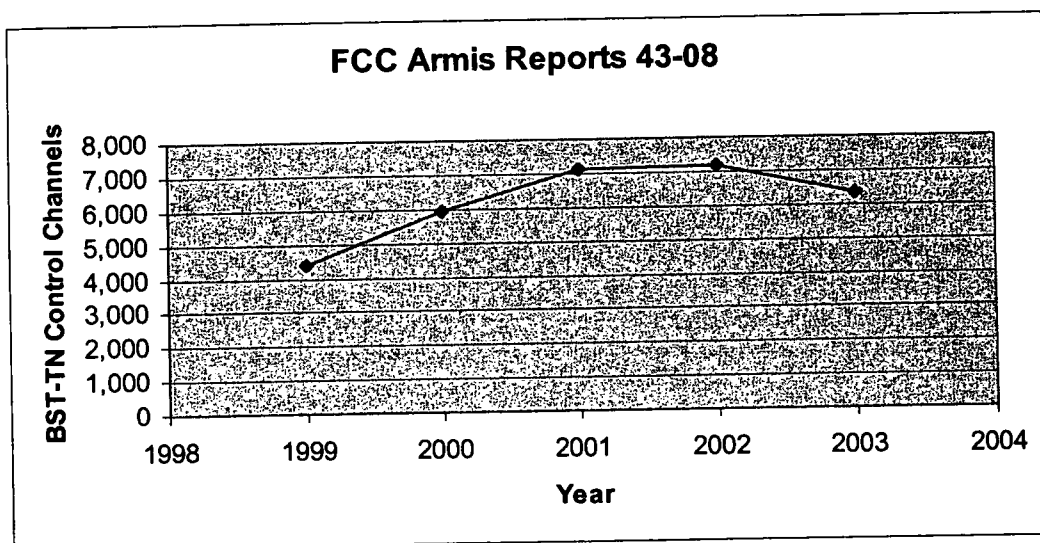
Request: Provide the business and technical reasons for BellSouth's PRI ISDN Control Channels in Tennessee to increase from 4,379 in 1999 to 6,341 in 2003 (Source FCC ARMIS Reports 43-08), an increase of 44.80%

Response: The PRI ISDN Control Channels reported in FCC ARMIS Reports 43-08 are the D-channels which provide signaling and call control for the B-channels on a PRI ISDN line. While D-channels are generally provisioned on each PRI ISDN line, BellSouth's tariff also provides for a feature called Non Facility-Associated Signaling, or NFAS, which permits a single D-channel to control B-channels in more than one PRI ISDN line. Therefore, the number of Control Channels will vary with the number of PRI ISDN lines in service, and with the number of NFAS features selected by customers.

The FCC ARMIS Reports 43-08 for the period from 1999 to 2003 show the following number of Control Channels reported by BellSouth in Tennessee:

Response: (Continued)

Year	Control Channels
1999	4,379
2000	5,921
2001	7,118
2002	7,141
2003	6,341



As this chart demonstrates, the number of Control Channels peaked in 2001 and 2002, and decreased significantly in 2003. This data is consistent with BellSouth's response to the CAD's First Discovery Request, Item No. 9, Attachment 1 and documents that the number of BellSouth PRI ISDN lines is decreasing, consistent with strong competition for this service.

Request: After searching the public tariffs on file with the TRA, the Consumer Advocate has been unable to identify Sprint's Tennessee tariff for the provisioning of PRI ISDN. Identify the Tennessee PRI ISDN tariff for the Sprint company that BellSouth listed as a competitor for PRI ISDN service in response to Interrogatory No. 5 of the first set of discovery requests.

Response: BellSouth identified Sprint as a competitor for PRI ISDN or comparable services based on information provided by customers (see response to Item No. 12), and the CAD has the same access to Sprint's tariffs as BellSouth. In addition, attached is publicly available information from Sprint's web site that refers to PRI ISDN service.

Request: For each PRI ISDN competitor identified in response to Interrogatory No. 5 of the first set of discovery requests, identify with specificity the geographic areas or markets in Tennessee where BellSouth is in competition with the competitor for PRI ISDN customers.

Response: The information in BellSouth's response to Interrogatory No. 5 of the first discovery request came from BellSouth Contract Service Arrangements, specifically, customer responses to the "Tennessee Addendum" required by the Tennessee Regulatory Authority and included as part of the contract filing package for each CSA. Item 1 of this Addendum requested customer responses to the following questions:

Customer and BellSouth acknowledge that various competitive alternatives are available to Customer in the State of Tennessee, including competitive alternatives to services provided herein, as evidenced by one or more of the following:

- A. Customer has received offers for comparable services from one or more other service providers, including _____;
- B. Customer is purchasing or has purchased comparable services from one or more other service providers, including _____;
- C. Customer has been contacted by one or more other service providers of comparable services, including _____;
- D. Customer is aware of one or more other service providers from whom it can currently obtain comparable services, including _____.

Each CSA also includes the customer address. Attachment 1 to this Item lists each CSA, the customer city, customer zip code and the customer response to Item 1 of the Tennessee Addendum.

REQUESTS FOR PRODUCTION

BellSouth Telecommunications, Inc.
Tennessee Regulatory Authority
Docket No. 03-00391
CAD's Second Discovery Request
August 30, 2004
Item No. 1
Page 1 of 1

Request: Provide a copy of every Revenue, Cost Contribution Summary for every CSA offering PRI-ISDN in Tennessee. Include in your response all Volume & Term CSAs providing PRI ISDN in Tennessee.

Response: This information is proprietary and is provided under separate cover.

Request: Provide all documents, communications, and correspondence discussing any rate increase related to the provisioning of PRI ISDN in Tennessee.

Response: BellSouth will supplement to produce any responsive documents it locates.

BellSouth Telecommunications, Inc.
Tennessee Regulatory Authority
Docket No. 03-00391
CAD's Second Discovery Request
August 30, 2004
Item No. 3
Page 1 of 1

Request: Provide documents and communications relating to all cost studies performed by BellSouth for the provision of PRI ISDN in Tennessee.

Response: Cost studies for PRI ISDN Service were filed with the tariffs listed below, and copies of these cost studies are attached.

Tariff to Introduce PathLink Service	TRA Docket 96-01540
Tariff to Introduce Inward Data Channel	TRA Tariff 97-184
Tariff to Introduce Calling Name Delivery	TRA Docket 00-00181
Tariff to Introduce SRO	TRA Docket 00-01028
Tariff to Introduce Extended Reach Service	TRA Docket 99-01072
Tariff to Introduce 12-Month Term Option	TRA Tariff 2002-461

CERTIFICATE OF SERVICE

I hereby certify that on September 13, 2004, a copy of the foregoing document was served on the parties of record, via the method indicated:

- ☐ Hand
- ☒ Mail
- ☐ Facsimile
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- ☐ Electronic

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